

RECORDATION NO. 26559-C FILED

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SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

November 20, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of November 20, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 26559.

The names and addresses of the parties to the enclosed document are:

Assignor: Trinity North American Freight Car, Inc.
2525 Stemmons Freeway
Dallas, TX 75207

Assignee: TLP Rail Trust I by Wilmington Trust Company,
not in its individual capacity but solely as
Trustee
Rodney Square North
1100 North Market Street
Wilmington, DE 29890

Mr. Vernon A. Williams
November 20, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

1 railcar: TILX 32528.

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement made and entered into on November 20, 2006 by and between Trinity North American Freight Car, Inc., a Delaware corporation (as assignee of Trinity Industries Leasing Company) (the "Assignor") and TLP Rail Trust I, a Delaware statutory trust (the "Assignee").

W I T N E S S E T H:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment"), dated as of November 20, 2006, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of those certain railroad car leases as listed on Exhibit A attached hereto.

This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: 

Name: Jose Paredes

Title: Assistant Vice President

**TRINITY NORTH AMERICAN
FREIGHT CAR, INC.**

By: _____

Name: Martin Graham

Title: President

Executed on this 14th day of November, 2006

Executed on this ____ day of November, 2006

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: _____
Name:
Title:

**TRINITY NORTH AMERICAN
FREIGHT CAR, INC.**

By: 
Name: Martin Graham
Title: President

Executed on this ____ day of November, 2006

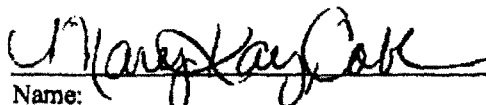
Executed on this 15th day of November, 2006

[Memorandum of Assignment and Assumption Agreement]

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the 14th day of November 2006, before a Notary Public in and for said County and State, personally appeared Jose Parades, who being by me duly sworn, says that (s)he is the Assistant Vice President of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on November 14, 2006 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: _____
Notary Public

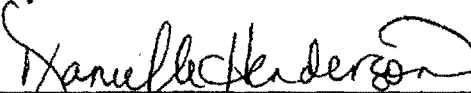
My Commission Expires:
Residing in MARY KAY COBB
Notary Public - State of Delaware
My Comm. Expires Dec. 1, 2008

[Memorandum of Assignment and Assumption Agreement]

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 14 day of November 2006, before a Notary Public in and for said County and State, personally appeared Martin Graham, who being by me duly sworn, says that he is the President of Trinity North American Freight Car, Inc., that said instrument was signed on November 15, 2006 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: _____
Notary Public

My Commission Expires: _____
Residing in 12/9/08

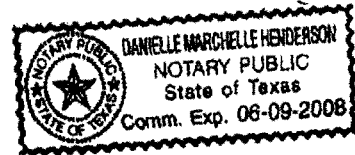


EXHIBIT A

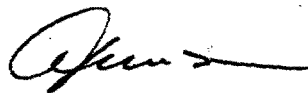
Seventy-five (75) units identified with marks TILX 32580 – 32654 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated October 10, 2006 between Trinity North American Freight Car, Inc. (as assignee of Trinity Industries Leasing Company) and Harwest Industrial Minerals Corporation.

One (1) unit identified with mark TILX 32528 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated August 1, 2006 between Trinity North American Freight Car, Inc. (as assignee of Trinity Industries Leasing Company) and Frac Tech Services, LLC.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 11/20/06



Robert W. Alvord